

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et
al.*,

Debtors.

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO HIGHWAYS AND
TRANSPORTATION AUTHORITY,

Debtor.

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)¹

PROMESA

Title III

No. 17 BK 3567-LTS

Re: ECF Nos. 20653 and 20656

**NOTICE OF FILING OF REVISED PROPOSED ORDER (I) SCHEDULING A
HEARING TO CONSIDER THE ADEQUACY OF INFORMATION CONTAINED IN
THE DISCLOSURE STATEMENT, (II) ESTABLISHING THE DEADLINE FOR
FILING OBJECTIONS TO THE DISCLOSURE STATEMENT AND
REPLIES THERETO, (III) APPROVING FORM OF NOTICE THEREOF,
(IV) ESTABLISHING DOCUMENT DEPOSITORY PROCEDURES
IN CONNECTION THEREWITH, AND (V) GRANTING RELATED RELIEF**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations). The Oversight Board submits this Motion in Cases No. 17 BK-1283-LTS (Commonwealth), 17 BK-3566-LTS (ERS), and 17 BK-5523-LTS (PBA).

PLEASE TAKE NOTICE that, on May 2, 2022, the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as sole Title III representative of the Puerto Rico Highways and Transportation Authority (“HTA” or the “Debtor”), pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),² filed the *Urgent Motion of Puerto Rico Highways and Transportation Authority for an Order (I) Scheduling a Hearing to Consider the Adequacy of Information Contained in the Disclosure Statement, (II) Establishing the Deadline for Filing Objections to the Disclosure Statement and Replies Thereto, (III) Approving Form and Manner of Notice Thereof, (IV) Establishing Document Depository Procedures in Connection Therewith, and (V) Granting Related Relief* [Case No. 17-3283, ECF No. 20653]³ (the “DS Hearing Motion”), concurrently with the related disclosure statement [ECF No. 20652] (the “Disclosure Statement”). Pursuant to the DS Hearing Motion, the Debtors requested the Court (i) schedule a hearing on June 17, 2022 to consider the adequacy of information in the Disclosure Statement (the “DS Hearing”), a briefing schedule in advance thereof, and establish certain discovery procedures in connection therewith⁴ and (ii) approve certain discovery procedures and the form of notice of the DS Hearing (the “DS Notice”).⁵

PLEASE TAKE FURTHER NOTICE that, on May 2, 2022, the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) filed a *Limited Objection of Official Committee of Unsecured Creditors to Proposed Scheduling Order With Respect to Approval of Depository Procedures Requested in Urgent Motion of Puerto Rico Highways and Transportation Authority for an Order (I) Scheduling a Hearing to Consider the Adequacy of Information Contained in the*

² PROMESA is codified at 48 U.S.C. §§ 2101-2241.

³ Unless otherwise stated, all ECF Nos. shall refer to the docket in Case No. 17-3283.

⁴ Attached to the DS Hearing Motion as Exhibit A was a form of proposed order approving the requested relief (the “Proposed Order”).

⁵ A form of DS Notice for the Court’s consideration was attached to the DS Hearing Motion as Exhibit B.

Disclosure Statement, (II) Establishing the Deadline for Filing Objections to the Disclosure Statement and Replies Thereto, (III) Approving Form and Manner of Notice Thereof, (IV) Establishing Document Depository Procedures in Connection Therewith, and (V) Granting Related Relief [ECF No. 20656] (the “Committee Objection”).

PLEASE TAKE FURTHER NOTICE that, on May 2, 2022, the United States District Court for the District of Puerto Rico entered the *Order Scheduling Briefing of Urgent Motion of Puerto Rico Highways and Transportation Authority for an Order (I) Scheduling a Hearing to Consider the Adequacy of Information Contained in the Disclosure Statement, (II) Establishing the Deadline for Filing Objections to the Disclosure Statement and Replies Thereto, (III) Approving Form and Manner of Notice Thereof, (IV) Establishing Document Depository Procedures in Connection Therewith, and (V) Granting Related Relief* [ECF No. 20658] (the “Scheduling Order”). Pursuant to the Scheduling Order, the Court set (i) a deadline of May 4, 2022, to object to the proposed schedule for the DS Hearing and the approval of the DS Notice, and (ii) a deadline of May 9, 2022, to object to the approval of the discovery procedures requested in the DS Hearing Motion.

PLEASE TAKE FURTHER NOTICE that, attached hereto as Exhibit A is a revised form of Proposed Order (the “Revised Proposed Order”), which includes revisions: (i) limiting relief at this stage to the scheduling of the DS Hearing and related briefing and the approval of the DS Notice, in accordance with the Court’s Scheduling Order, and (ii) resolving the Creditors’ Committee’s comments with respect to the DS Notice and the scheduling of the DS Hearing and related briefing. A redline showing the changes between the Proposed Order and Revised Proposed Order is attached hereto as Exhibit B.

PLEASE TAKE FURTHER NOTICE that, attached hereto as **Exhibit C**, is a revised form of DS Notice (the “Revised DS Notice”), which resolves comments received from the Creditors’ Committee. A redline showing the changes between the DS Notice and the Revised DS Notice is attached hereto as **Exhibit D**.

PLEASE TAKE FURTHER NOTICE that all documents filed in these Title III cases are available (a) free of charge by visiting <https://cases.primeclerk.com/puertorico> or by calling +1 (844) 822-9231, and (b) on the Court’s website at <http://www.prd.uscourts.gov>, subject to the procedures and fees set forth therein.

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Dated: May 4, 2022
San Juan, Puerto Rico

Respectfully submitted,
/s/ Brian S. Rosen

Martin J. Bienenstock (*pro hac vice*)
Brian S. Rosen (*pro hac vice*)
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Attorneys for the Financial Oversight and Management Board as representative for the Debtor

/s/ Hermann D. Bauer

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Co-Attorneys for the Financial Oversight and Management Board as representative for the Debtor

EXHIBIT A

Revised Proposed Order

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO HIGHWAYS AND
TRANSPORTATION AUTHORITY,

Debtor.

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)¹

PROMESA
Title III

No. 17 BK 3567-LTS

Re: Docket No. 20653

**ORDER (I) SCHEDULING A HEARING TO CONSIDER THE
ADEQUACY OF INFORMATION CONTAINED IN THE DISCLOSURE
STATEMENT, (II) ESTABLISHING THE DEADLINE FOR
FILING OBJECTIONS TO THE DISCLOSURE STATEMENT AND
REPLIES THERETO, AND (III) APPROVING FORM OF NOTICE THEREOF**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations). The Oversight Board submits this Motion in Cases No. 17 BK-1283-LTS (Commonwealth), 17 BK-3566-LTS (ERS), and 17 BK-5523-LTS (PBA).

Upon the urgent motion (the “Motion”)² of the Puerto Rico Highways and Transportation Authority (“HTA”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”) in its capacity as sole representative of HTA (the “Debtor” under PROMESA Section 315(b)), requesting an order: (i) scheduling a Disclosure Statement Hearing to consider the adequacy of the information contained in the Disclosure Statement, (ii) establishing a deadline by which objections to the adequacy of the Disclosure Statement and replies thereto must be filed, (iii) approving the form of notice of the Disclosure Statement Hearing and related deadlines, (iv) establishing document depository procedures in connection therewith, and (v) granting related relief, all as more fully set forth in the Motion; and the Court having subject matter jurisdiction to consider the Motion and the relief requested therein pursuant to PROMESA Section 306(a); and it appearing that venue in this district is proper pursuant to PROMESA Section 307(a); and due and proper notice of the Motion having been provided and it appearing that no other or further notice need be provided; and the Court having determined the relief sought in the Motion is in the best interests of the Debtor, its creditors, and all parties in interest; and the Court having determined the legal and factual bases set forth in the Motion establish just cause for the relief granted herein, it is hereby ORDERED AS FOLLOWS:

1. The Disclosure Statement Scheduling Procedures requested in the Motion are granted as modified herein.
2. The Disclosure Statement Notice attached hereto as Exhibit 1 is approved.
3. The following Disclosure Statement Scheduling Procedures are approved:
 - **Disclosure Statement Hearing:** 9:30 a.m., Atlantic Standard Time, on June 17, 2022, as the time and date for the Disclosure Statement Hearing, as such date may be adjourned by the Court or the Debtor pursuant to a notice filed on the docket maintained in these Title III Cases;

² Capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Motion.

- **Disclosure Statement Objection Deadline:** 5:00 p.m., Atlantic Standard Time, on the later of (a) June 8, 2022, or (b) the date that is 28 days after the Debtor has completed service of the Disclosure Statement Notice, as the deadline to file objections to (i) the adequacy of the Disclosure Statement, and (ii) the relief requested in the Disclosure Statement Motion. Objections of the adequacy of the Disclosure Statement must (i) state the name and address of the objector or entity proposing a modification to the Disclosure Statement, and the amount (if applicable) of its claim or nature of its interest in the Debtor's Title III Case, and (ii) specify the basis and nature of any objection and set forth the proposed modification to the Disclosure Statement, together with suggested language; and
- **Disclosure Statement Reply Deadline:** 5:00 p.m., Atlantic Standard Time, on June 13, 2022, as the deadline for the Debtor or other parties in interest to file replies or responses to the Objections.

4. Upon entry hereof, the Debtor shall serve a copy of this Order upon all parties entitled to service in accordance with the Local Rules.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2022
San Juan, Puerto Rico

Laura Taylor Swain
United States District Court Judge

EXHIBIT 1

Disclosure Statement Notice

EXHIBIT B

Redline

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>, Debtors.</p>	<p>PROMESA Title III No. 17 BK 3283-LTS (Jointly Administered)¹</p>
<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY, Debtor.</p>	<p>PROMESA Title III No. 17 BK 3567-LTS <u>Re: Docket No. 20653</u></p>

**ORDER (I) SCHEDULING A HEARING TO CONSIDER THE
ADEQUACY OF INFORMATION CONTAINED IN THE DISCLOSURE
STATEMENT, (II) ESTABLISHING THE DEADLINE FOR
FILING OBJECTIONS TO THE DISCLOSURE STATEMENT AND
REPLIES THERETO, AND (III) APPROVING FORM OF NOTICE THEREOF,
~~(IV) ESTABLISHING DOCUMENT DEPOSITORY PROCEDURES
IN CONNECTION THEREWITH, AND (V) GRANTING RELATED RELIEF~~**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations). The Oversight Board submits this Motion in Cases No. 17 BK-1283-LTS (Commonwealth), 17 BK-3566-LTS (ERS), and 17 BK-5523-LTS (PBA).

Upon the urgent motion (the “Motion”)² of the Puerto Rico Highways and Transportation Authority (“HTA”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”) in its capacity as sole representative of HTA (the “Debtor” under PROMESA Section 315(b)), requesting an order: (i) scheduling a Disclosure Statement Hearing to consider the adequacy of the information contained in the Disclosure Statement, (ii) establishing a deadline by which objections to the adequacy of the Disclosure Statement and replies thereto must be filed, (iii) approving the form of notice of the Disclosure Statement Hearing and related deadlines, (iv) establishing document depository procedures in connection therewith, and (v) granting related relief, all as more fully set forth in the Motion; and the Court having subject matter jurisdiction to consider the Motion and the relief requested therein pursuant to PROMESA Section 306(a); and it appearing that venue in this district is proper pursuant to PROMESA Section 307(a); and due and proper notice of the Motion having been provided and it appearing that no other or further notice need be provided; and the Court having determined the relief sought in the Motion is in the best interests of the Debtor, its creditors, and all parties in interest; and the Court having determined the legal and factual bases set forth in the Motion establish just cause for the relief granted herein, it is hereby ORDERED AS FOLLOWS:

1. The Disclosure Statement Scheduling Procedures requested in the Motion ~~is~~are granted as modified herein.
2. The Disclosure Statement Notice attached hereto as Exhibit 1 is approved.

Disclosure Statement Scheduling Procedures

3. The following Disclosure Statement Scheduling Procedures are approved:
 - **Disclosure Statement Hearing**: 9:30 a.m., Atlantic Standard Time, on June 17, 2022, as the time and date for the Disclosure Statement Hearing, as such date may

² Capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Motion.

be adjourned by the Court or the Debtor pursuant to a notice filed on the docket maintained in these Title III Cases;

- **Disclosure Statement Objection Deadline:** 5:00 p.m., Atlantic Standard Time, on the later of (a) June 8, 2022, or (b) the date that is 28 days after the Debtor has completed service of the Disclosure Statement Notice, as the deadline to file objections to (i) the adequacy of the Disclosure Statement, and (ii) the relief requested in the Disclosure Statement Motion. Objections of the adequacy of the Disclosure Statement must (i) state the name and address of the objector or entity proposing a modification to the Disclosure Statement, and the amount (if applicable) of its claim or nature of its interest in the Debtor's Title III Case, and (ii) specify the basis and nature of any objection and set forth the proposed modification to the Disclosure Statement, together with suggested language; and
- **Disclosure Statement Reply Deadline:** 5:00 p.m., Atlantic Standard Time, on June 13, 2022, as the deadline for the Debtor or other parties in interest to file replies or responses to the Objections.

Depository

4. ~~The Depository Procedures set forth on Exhibit 1 hereto are approved. The Debtor is authorized to establish and maintain the Depository in accordance with the Depository Procedures.~~

Confidentiality³

5. ~~The Debtor has established good cause for entry of an order, attached hereto as Exhibit 2, governing Confidential Information in connection with the Depository. The Protective Order set forth on Exhibit 2 hereto is approved in all respects. The Debtor is authorized to implement the procedures and requirements set forth in the Protective Order, including execution of the Protective Order Subscription attached hereto as Exhibit 3.~~

6. ~~Pursuant to Federal Rule of Evidence 502(d), any inadvertent disclosure of Confidential Information (as defined in the Protective Order) by the Debtor in connection with the Depository shall not be deemed to comprise any waiver of any applicable privilege, with such order to be enforceable in any and all other federal and state court proceedings.~~

³ Capitalized terms used in this "Confidentiality" section, but not otherwise defined herein shall have the meaning ascribed to those terms in Exhibit 2 hereto.

7. ~~No Warranty of Accuracy.~~ Each Eligible Creditor understands that the Producing Parties (as defined in Exhibit 2 to this Order) will endeavor to include in the Confidential Information materials relevant for the purpose of evaluation of the Disclosure Statement, but each Eligible Creditor acknowledges that the Producing Parties do not make any representation or warranty as to the accuracy or completeness of any Confidential Information so provided, and none of the Producing Parties shall have any liability to any Eligible Creditor or its representatives resulting from the use of such information by an Eligible Creditor or its representatives.

8. ~~No Waiver.~~ No failure or delay in exercising any right, power or privilege hereunder shall operate as a waiver thereof, nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any right, power or privilege hereunder.

4. ~~9.~~ Upon entry hereof, the Debtor shall serve a copy of this Order upon all parties entitled to service in accordance with the Local Rules.

Miscellaneous

~~10.~~ ~~The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.~~

~~11.~~ ~~The Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.~~

5. ~~12.~~ This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

~~13.~~ ~~This Order resolves Docket Entry No. _____ in Case No. 17-3567.~~

Dated: _____, 2022

San Juan, Puerto Rico

Laura Taylor Swain
United States District Court Judge

EXHIBIT 1

[Disclosure Statement Notice](#)

Document comparison by Workshare 9.5 on Wednesday, May 4, 2022 12:07:44 PM

Input:	
Document 1 ID	interwovenSite://DMS/CURRENT/130518730/1
Description	#130518730v1<CURRENT> - HTA - DS Hearing Scheduling Order
Document 2 ID	interwovenSite://DMS/CURRENT/130518730/2
Description	#130518730v2<CURRENT> - HTA - DS Hearing Scheduling Order
Rendering set	Standard

Legend:	
<u>Insertion</u>	
<u>Deletion</u>	
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Style change	
Format change	
<u>Moved deletion</u>	
Inserted cell	Light blue
Deleted cell	Pink
Moved cell	Light green
Split/Merged cell	Yellow
Padding cell	Grey

Statistics:	
	Count
Insertions	13
Deletions	19
Moved from	1
Moved to	1
Style change	0
Format changed	0
Total changes	34

EXHIBIT C

Revised DS Notice

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et
al.*,

Debtors.

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO HIGHWAYS AND
TRANSPORTATION AUTHORITY,

Debtor.

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)¹

PROMESA

Title III

No. 17 BK 3567-LTS

**NOTICE OF FILING OF DISCLOSURE STATEMENT FOR THE
TITLE III PLAN OF ADJUSTMENT OF THE PUERTO RICO HIGHWAYS
AND TRANSPORTATION AUTHORITY AND HEARING THEREON**

PLEASE TAKE NOTICE that, on May 2, 2022, the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as sole representative of the Puerto Rico Highways and Transportation Authority (the “HTA” or the “Debtor”), pursuant to Section

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations). The Oversight Board submits this Motion in Cases No. 17 BK-1283-LTS (Commonwealth), 17 BK-3566-LTS (ERS), and 17 BK-5523-LTS (PBA).

315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),² filed with the United States District Court for the District of Puerto Rico (the “Court”):

- (i) the *Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority*, [ECF No. 20651] (as the same may be amended or modified, including all exhibits and attachments thereto, the “Plan”),
- (ii) the *Disclosure Statement for the Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority*, [ECF No. 20652] (as the same may be amended or modified, including all exhibits and attachments thereto, the “Disclosure Statement”),
- (iii) the *Motion of the Puerto Rico Highways and Transportation Authority for an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Confirmation Hearing Notice and Confirmation Schedule, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots, and Voting and Election Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting, Election, and Confirmation Deadlines, and (VIII) Approving Vote Tabulation Procedures* [ECF No. 20654] (the “Disclosure Statement Motion”), and
- (iv) the *Motion of the Puerto Rico Highways and Transportation Authority for an Order Establishing, Among Other Things, Procedures and Deadlines Concerning Objections to Confirmation and Discovery in Connection Therewith* [ECF No. 20655] (the “Discovery Procedures Motion”).

PLEASE TAKE FURTHER NOTICE that the Debtor intends to present the Disclosure Statement, and any amendments, supplements, changes, or modifications thereto, for approval at a hearing before the Honorable Laura Taylor Swain on **June 17, 2022 at 9:30 a.m. (Atlantic Standard Time)** convened by remote hearing through Zoom for Government (or as otherwise provided pursuant to an order of the Court) (the “Disclosure Statement Hearing”). The Disclosure Statement may be amended at any time prior to or at the Disclosure Statement Hearing. The Disclosure Statement Hearing may be adjourned from time to time without further notice, except for the announcement of the adjourned date(s) through the agenda for the Disclosure Statement Hearing and/or at the Disclosure Statement Hearing or any continued hearing(s).

PLEASE TAKE FURTHER NOTICE that information relating to the adequacy of the information contained in the Disclosure Statement is available online in the Depository at titleiiiplandataroom.com.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the approval of the Disclosure Statement or the Discovery Procedures Motion must:

- (i) be in writing, in English, and be signed,

² PROMESA is codified at 48 U.S.C. §§ 2101-2241.

- (ii) conform to the Federal Rules of Bankruptcy Procedures and the *Sixteenth Amended Case Management Procedures* [Case No. 17-3283, ECF No. 20190-1] (the “Case Management Procedures”),
- (iii) state the name and address of the objector or entity proposing a modification to the Disclosure Statement, and the amount (if applicable) of its claim or nature of its interest in the Debtor’s Title III Case,
- (iv) specify the basis and nature of any objection and set forth the proposed modification to the Disclosure Statement, together with suggested language, and
- (v) be filed electronically with the Court on the docket in (i) *In re Puerto Rico Highways and Transportation Authority*, Case No. 17 BK 3567-LTS and (ii) *In re Commonwealth of Puerto Rico*, Case No. 17 BK 3283-LTS, through the Court’s case filing system, **on or before June 8, 2022 at 5:00 p.m. (Atlantic Standard Time)** (the “Objection Deadline”),
 - a. If you are not represented by counsel, you may instead mail your Objection to the Court’s Clerk’s office at:

United States District Court, Clerk’s Office
150 Ave. Carlos Chardon Ste. 150
San Juan, P.R. 00918-1767

so as to be received on or before the Objection Deadline;

PLEASE TAKE FURTHER NOTICE that copies of the Plan and the Disclosure Statement may be obtained by visiting the website maintained by the Debtor’s claims and noticing agent in the PROMESA Title III cases, <https://cases.primeclerk.com/puertorico/>; by sending a request to Kroll Restructuring Administration LLC,³ at (844) 822-9231 (toll free for U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or by email at puertoricoinfo@primeclerk.com, or, for a fee, from the Court’s website, <https://www.prd.uscourts.gov/>. A PACER login and password are required to access documents on the Court’s website, and these can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov. Hard copies of the Plan and the Disclosure Statement are available upon request to the Debtor’s claims and noticing agent at the phone number or email address above.

³ On March 29, 2022, Prime Clerk LLC changed its name to Kroll Restructuring Administration LLC.

Dated: _____, 2022
San Juan, Puerto Rico

Respectfully submitted,

/s/ _____

Martin J. Bienenstock (*pro hac vice*)
Brian S. Rosen (*pro hac vice*)
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*Attorneys for the Financial Oversight and
Management Board as representative for the
Debtor*

/s/ _____

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Tel: (787) 764-8181
Fax: (787) 753-8944

*Co-Attorneys for the Financial Oversight and
Management Board as representative for the
Debtor*

EXHIBIT D

Redline

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO HIGHWAYS AND
TRANSPORTATION AUTHORITY,

Debtor.

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)¹

PROMESA

Title III

No. 17 BK 3567-LTS

**NOTICE OF FILING OF DISCLOSURE STATEMENT FOR THE
TITLE III PLAN OF ADJUSTMENT OF THE PUERTO RICO HIGHWAYS
AND TRANSPORTATION AUTHORITY AND HEARING THEREON**

PLEASE TAKE NOTICE that, on May 2, 2022, the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as sole representative of the Puerto Rico Highways and Transportation Authority (the “HTA” or the “Debtor”), pursuant to Section

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations). The Oversight Board submits this Motion in Cases No. 17 BK-1283-LTS (Commonwealth), 17 BK-3566-LTS (ERS), and 17 BK-5523-LTS (PBA).

315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),² filed with the United States District Court for the District of Puerto Rico (the “Court”):

- (i) the *Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority*, [ECF No. 20651] (as the same may be amended or modified, including all exhibits and attachments thereto, the “Plan”),
- (ii) the *Disclosure Statement for the Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority*, [ECF No. 20652] (as the same may be amended or modified, including all exhibits and attachments thereto, the “Disclosure Statement”),
- (iii) the *Motion of the Puerto Rico Highways and Transportation Authority for an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Confirmation Hearing Notice and Confirmation Schedule, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots, and Voting and Election Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting, Election, and Confirmation Deadlines, and (VIII) Approving Vote Tabulation Procedures* [ECF No. 20654] (the “Disclosure Statement Motion”), and
- (iv) the *Motion of the Puerto Rico Highways and Transportation Authority for an Order Establishing, Among Other Things, Procedures and Deadlines Concerning Objections to Confirmation and Discovery in Connection Therewith* [ECF No. 20655] (the “Discovery Procedures Motion”).

PLEASE TAKE FURTHER NOTICE that the Debtor intends to present the Disclosure Statement, and any amendments, supplements, changes, or modifications thereto, for approval at a hearing before the Honorable Laura Taylor Swain on **June 17, 2022 at 9:30 a.m. (Atlantic Standard Time)** convened by remote hearing through Zoom for Government (or as otherwise provided pursuant to an order of the Court) (the “Disclosure Statement Hearing”). The Disclosure Statement may be amended at any time prior to or at the Disclosure Statement Hearing. The Disclosure Statement Hearing may be adjourned from time to time without further notice, except for the announcement of the adjourned date(s) through the agenda for the Disclosure Statement Hearing and/or at the Disclosure Statement Hearing or any continued hearing(s).

PLEASE TAKE FURTHER NOTICE that information relating to the adequacy of the information contained in the Disclosure Statement is available online in the Depository at titleiiiplandataroom.com.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the approval of the Disclosure Statement or the Discovery Procedures Motion must:

- (i) be in writing, in English, and be signed,

² PROMESA is codified at 48 U.S.C. §§ 2101-2241.

- (ii) conform to the Federal Rules of Bankruptcy Procedures and the *Sixteenth Amended Case Management Procedures* [Case No. 17-3283, ECF No. 20190-1] (the “Case Management Procedures”),
- (iii) state the name and address of the objector or entity proposing a modification to the Disclosure Statement, and the amount (if applicable) of its claim or nature of its interest in the Debtor’s Title III Case,
- (iv) specify the basis and nature of any objection and set forth the proposed modification to the Disclosure Statement, together with suggested language, and
- (v) be filed electronically with the Court on the docket in (i) *In re Puerto Rico Highways and Transportation Authority*, Case No. 17 BK 3567-LTS and (ii) *In re Commonwealth of Puerto Rico*, Case No. 17 BK 3283-LTS, through the Court’s case filing system, on or before June 3, 2022 at 5:00 p.m. (Atlantic Standard Time) (the “Objection Deadline”),
 - a. If you are not represented by counsel, you may instead mail your Objection to the Court’s Clerk’s office at:

United States District Court, Clerk’s Office
150 Ave. Carlos Chardon Ste. 150
San Juan, P.R. 00918-1767

so as to be received on or before the Objection Deadline; and

- ~~(vi) be served upon the following parties so as to be received on or before the Objection Deadline:~~

- ~~• the Office of the United States Trustee for the District of Puerto Rico, Edificio Ochoa, 500 Tanca Street, Suite 301, San Juan, PR 00901 (re: In re: Puerto Rico Highways and Transportation Authority);~~
- ~~• the attorneys for the Oversight Board as representative of the Debtor, Proskauer Rose LLP, 11 Times Square, New York, New York 10036, Attn: Martin J. Bienenstock, Esq., and Brian S. Rosen, Esq.;~~
- ~~• the co-attorneys for the Oversight Board as representative of the Debtor, O’Neill & Borges LLC, 250 Muñoz Rivera Ave., Suite 800, San Juan, PR 00918-1813, Attn: Hermann D. Bauer, Esq.;~~
- ~~• the attorneys for the Puerto Rico Fiscal Agency and Financial Advisory Authority, O’Melveny & Myers LLP, Times Square Tower, 7 Times Square, New York, NY 10036, Attn: John J. Rapisardi, Esq., Peter Friedman, Esq., and Maria J. DiConza, Esq.;~~

- ~~the attorneys for the Puerto Rico Fiscal Agency and Financial Advisory Authority, Marini Pietrantoni Muniz, LLC, MCS Plaza, Suite 500, 255 Ponce de León Ave., San Juan PR 00917, Attn: Luis C. Marini Biaggi, Esq. and Carolina Velaz Rivero, Esq.;~~
- ~~the attorneys for the Official Committee of Unsecured Creditors, Paul Hastings LLP, 200 Park Ave., New York, NY 10166, Attn: Luc A. Despins, Esq., Andrew V. Tenzer, Esq., Michael E. Comerford, Esq., and G. Alexander Bongartz, Esq.;~~
- ~~the attorneys for the Official Committee of Unsecured Creditors, Casillas, Santiago & Torres LLC, El Caribe Office Building, 53 Palmeras Street, Ste. 1601, San Juan, PR 00901, Attn: Juan J. Casillas Ayala, Esq. and Alberto J.E. Añeses Negrón, Esq.;~~
- ~~counsel to Assured; Cadwalader, Wickersham & Taft, 200 Liberty Street, New York, NY 10281, Attn: Mark Ellenberg, Esq., William J. Natbony, Esq., and Casey Servais, Esq.;~~
- ~~counsel to FGIC; Butler Snow LLP, 2911 Turtle Creek, Suite 1400, Dallas, TX 75219, Attn: Martin A. Sosland, Esq.;~~
- ~~counsel to National; Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attn: Andrew Wilkinson, Esq., Kelly DiBlasi, Esq. and Kirsten Erichsen, Esq.;~~
- ~~counsel to Cantor Katz Collateral Monitor LLC; Schulte Roth & Zabel LLP, 919 Third Avenue, New York, NY 10022, Attn: Douglas Koff, Esq., Adam C. Harris, Esq., Taleah Jennings, Esq., Abbey Walsh, Esq., and Peter J. Amend, Esq.; Schulte Roth & Zabel, LLP, 901 Fifteenth Street, NW, Suite 800, Washington, DC 20005, Attn: Douglas S. Mintz, Esq.;~~
- ~~counsel to AmeriNational Community Services, LLC; McConnell Valdés LLC, 270 Muñoz Rivera Avenue, Suite 7, Hato Rey, Puerto Rico 00918, P.O. Box 364225, Attn: Arturo J. García Solá, Esq. and Nayuan Zouairabani, Esq.; and~~
- ~~all parties that have requested notice pursuant to Rule 2002 of the Bankruptcy Rules (available on the website maintained by the Debtor's claims and noticing agent (see "Master Service List"), <https://cases.primeclerk.com/puertorico/>).~~

PLEASE TAKE FURTHER NOTICE that copies of the Plan and the Disclosure Statement may be obtained by visiting the website maintained by the Debtor's claims and noticing agent in the PROMESA Title III cases, <https://cases.primeclerk.com/puertorico/>; by sending a request to Kroll Restructuring Administration LLC,³ at (844) 822-9231 (toll free for

³ On March 29, 2022, Prime Clerk LLC changed its name to Kroll Restructuring Administration LLC.

U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or by email at puertoricoinfo@primeclerk.com, or, for a fee, from the Court's website, <https://www.prd.uscourts.gov/>. A PACER login and password are required to access documents on the Court's website, and these can be obtained through the PACER Service Center at www.pacerpsc.uscourts.gov. Hard copies of the Plan and the Disclosure Statement are available upon request to the Debtor's claims and noticing agent at the phone number or email address above.

Dated: _____, 2022
San Juan, Puerto Rico

Respectfully submitted,

/s/ _____

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/s/ _____

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